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(617) 748-6800

FACSIMILE: (617) 439-0341

E-MAIL ADDRESS: MEABH.PURCELL@LLGM.COM

WRITER'S DIRECT DIAL: (617) 748-8847

WRITER'S DIRECT FACSIMILE: (617) 897-9047

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January 27, 2005

VIA FEDERAL EXPRESS

Ms. Marlene H. Dortch  
Federal Communications Commission  
Wireline Competition Bureau, CPD 214-Applications  
P.O. Box 358145  
Pittsburgh, PA 15251-5145

DOCKET FILE COPY ORIGINAL

C/O Mellon Bank  
Mellon Client Service Center  
500 Ross Street, Room 670  
Pittsburgh, PA 15262-0001

Re: In the Matter of the Joint Application of Susquehanna  
Adelphia Business Solutions et al. for Authority  
Pursuant to Section 214 of the Communications Act of 1934,  
as Amended, to Transfer Control of a Partnership Interest

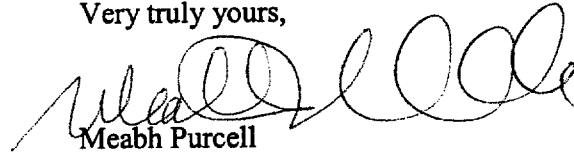
Dear Ms. Dortch:

On behalf of SusCom Business Solutions of PA, d/b/a SusCom Business Solutions, Susquehanna Fiber Systems, Inc. ("Susquehanna"), TelCove of Pennsylvania, Inc. ("TelCove-PA"), Susquehanna Adelphia Business Solutions (the "Partnership") and TelCove Holdings of Pennsylvania, Inc. ("TelCove Holdings") (together "Joint Applicants"), enclosed please find an original and six (6) copies of a joint application for Commission approval pursuant to Section 214 of the Communications Act of 1934, as amended, to transfer control of Susquehanna's 50 percent interest in the Partnership to TelCove Holdings of Pennsylvania, Inc. ("TelCove Holdings"). Following the transfer, TelCove-PA and TelCove Holdings will each hold a 50 percent interest in the Partnership, which will be renamed TelCove of York.

Ms. Marlene H. Dortch  
Federal Communications Commission  
January 27, 2005  
Page 2

Also enclosed is a check in the amount of \$895.00 payable to the Federal Communications Commission to cover the filing fee required for this application under line 2.b of Section 1.1105 of the Commission's Rules.

Very truly yours,



Meabh Purcell

Enclosure

cc: Terri Natoli  
Denise Coca  
Brian FitzGerald  
Craig Bremer  
James Means  
James France  
Jeffrey Heins

BS99859

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

Approved by OMB  
3060-0589  
Page 1 of 1

(1) LOCKBOX # 358145			
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>LeBoeuf, Lamb, Greene &amp; MacRae</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$895.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>260 Franklin Street</b>			
(5) STREET ADDRESS LINE NO. 2 <b>23rd Floor</b>			
(6) CITY <b>Boston</b>		(7) STATE <b>MA</b>	(8) ZIP CODE <b>02110-3173</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>(617) 748-6847</b>		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) <b>0006-8736-32</b>		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME <b>TelCove of Pennsylvania, Inc.</b>			
(14) STREET ADDRESS LINE NO. 1 <b>712 Main Street</b>			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY <b>Coudersport</b>		(17) STATE <b>PA</b>	(18) ZIP CODE <b>16915</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>(814) 260-2026</b>		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) <b>0003-7096-31</b>		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC) <b>\$895.00</b>	(27A) TOTAL FEE <b>\$895.00</b>	(28A) FCC CODE 1	
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(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE _____		DATE _____	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
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FCC FORM 159

FEBRUARY 2003 (REVISED)

Before the  
**FEDERAL COMMUNICATIONS COMMISSION**  
Washington, D.C. 20554

In the Matter of )  
 )  
Joint Application of TelCove of )  
Pennsylvania, Inc., SusCom )  
Business Solutions of PA, Inc., )  
d/b/a SusCom Business Solutions, )  
Susquehanna Fiber Systems, Inc., )  
Susquehanna Adelphia Business )  
Solutions and TelCove Holdings of Pennsylvania,)  
Inc., for Approval of the Transfer )  
of Assets and Related Transfer of Customers to )  
TelCove Holdings of Pennsylvania Inc. )

Docket No.: \_\_\_\_\_

**JOINT APPLICATION**

To: Wireline Competition Bureau

**I. INTRODUCTION**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. §214, and Section 63.04, of the Commission's rules, 47 C.F.R. §63.04, TelCove of Pennsylvania, Inc. ("TelCove-PA"), Susquehanna Adelphia Business Solutions (the "Partnership")<sup>1</sup>, SusCom Business Solutions of PA Inc., d/b/a SusCom Business Solutions ("SusCom"), Susquehanna Fiber Systems, Inc. ("Susquehanna"), and TelCove Holdings of Pennsylvania, Inc. ("TelCove Holdings") hereby jointly request that the Federal Communications Commission ("FCC" or "Commission") approve the transfer of control of the Partnership's blanket Section 214 authorization, as contemplated by the

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<sup>1</sup> Upon completion of the buy-out by TelCove, the name of the Partnership will be changed to TelCove of York.

Summary of Terms for Partnership Buy-Out, dated January 7, 2005 by and among Susquehanna Media Co. and TelCove-PA (the "Term Sheet").

The transfer of control will occur as a result of TelCove Holdings purchasing Susquehanna's fifty (50%) percent interest in the Partnership. Following the transfer, TelCove-PA and TelCove Holdings will each hold a fifty (50%) percent interest in the Partnership, which will be renamed TelCove of York.

The proposed transaction will result in a transfer of control over the Partnership's domestic Section 214 authorization, held pursuant to the FCC's blanket authority under Section 63.01 of the FCC's rules, 47 C.F.R. § 63.01. Further, the proposed transaction is a transfer of assets and customers not resulting in a reduction or impairment of service, as contemplated in the Commission's March 21, 2002 Report and Order in CC Docket No. 01-150, 17 FCC Rcd 5517 (2002). *See* 17 FCC Rcd at 5548. Accordingly, the Joint Applicants seek streamlined treatment of this application under section 63.03(b)(2)(i) of the Commission's rules, 47 C.F.R. § 63.03(b)(2)(i).

In support of this Application, Joint Applicants submit the following information:

## **II. INFORMATION PURSUANT TO SECTION 63.04**

Pursuant to Section 63.04 (a) of the Commission's Rules, the Applicants submit the following information in support of this Joint Application:

### **(1) Names, Addresses and Telephone Numbers:**

The name, address, and telephone number of Susquehanna are:

Susquehanna Fiber Systems, Inc.  
140 East Market Street  
York, PA 17401  
Tel: (717) 852-2418

The name, address, and telephone number of SusCom are:

SusCom Business Solutions of PA, Inc.  
140 East Market Street  
York, PA 17401  
Tel: (717) 852-2418

The name, address, and telephone number of TelCove PA and TelCove Holdings are:

TelCove of Pennsylvania, Inc.  
712 North Main Street  
Coudersport, PA 16915  
Tel: (814) 260-2026

The name, address, and telephone number of the Partnership are:

Susquehanna Adelpia Business Solutions  
712 North Main Street  
Coudersport, PA 16915  
Tel: (814) 260-2026

**(2) States of Incorporation:**

TelCove-PA and TelCove Holdings are corporations organized and existing under the laws of the State of Delaware. The Partnership is a Pennsylvania general partnership, formerly Susquehanna Hyperion Telecommunications. Susquehanna is a Delaware corporation and SusCom is a Pennsylvania corporation.

**(3) Contact Information:**

Questions or correspondence concerning this Application should be directed for the Partnership, TelCove-PA and TelCove Holdings to:

Brian FitzGerald, Esq.  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
One Commerce Plaza, Suite 2020  
99 Washington Avenue  
Albany, NY 12210-2820  
(518) 626-9000

Meabh Purcell, Esq.  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
260 Franklin Street, Suite 2300  
Boston, MA 02110-3173  
(617) 748-6847

with a copy to:

James W. France, Esq.  
TelCove  
121 Champion Way  
Canonsburg, PA 15317  
(727) 743-9405

Questions or correspondence concerning this Joint Application should be sent for SusCom and Susquehanna to:

Craig W. Bremer, Esq.  
140 East Market Street  
York, PA 17401  
Tel: (717) 852-2305

**(4) Affiliate Information:**

TelCove Holdings is a wholly owned subsidiary of TelCove-PA which is in turn wholly owned by TelCove, Inc. Neither TelCove-PA nor TelCove Holdings has any interlocking directorates with foreign carriers.

a. Additional Ownership Information for Joint Applicants

The names, addresses, citizenship and principal businesses of any person or entity that directly or indirectly owns at least 10% of the equity of the assignee/transferee, TelCove Holdings, and the percentage of equity owned by each of those entities is detailed in the following chart.<sup>2</sup>

(i) TelCove Entities:

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<sup>2</sup> Bay Harbour holds the largest share of the secured notes as part of TelCove's plan of reorganization filed under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York. Bay Harbour was elected by the secured note holders committee to four of seven seats on the TelCove Board of Directors. Accordingly, Bay Harbour may be deemed to exercise "control" over TelCove, as control is broadly defined under 47 C.F.R. 63.09(b). However, Bay Harbour does not own at least 10% of the equity in any other telecommunications company.

	<b>Name &amp; Address</b>	<b>Citizenship</b>	<b>Percentage Owned</b>	<b>Principal Business</b>
(a)	TelCove of Pennsylvania, Inc. ("TelCove-PA") 712 North Main Street Coudersport, PA 16915 (814) 260-2969	Delaware	Owens 100% of TelCove Holdings	Telecommunications
(b)	TelCove Operations, Inc. ("TelCove Operations") 712 North Main Street Coudersport, PA 16915 (814) 260-2969	Delaware	Owens 100% of TelCove-PA	Telecommunications
(c)	TelCove Inc. ("TelCove") 712 North Main Street Coudersport, PA 16915 (814) 260-2969	Delaware	Owens 100% of TelCove Operations	Telecommunications
(d)	Bay Harbour Partners, Ltd. c/o Bay Harbour Management, LC 10124 Fxhurst Court Orlando, FL 32836	Cayman Islands	Owens 20.37% of TelCove	Investment
(e)	Bay Harbour 90-1, Ltd. c/o Bay Harbour Management, LC 10124 Foxhurst Court Orlando, FL 32836	United States	Owens 17.39% of TelCove	Investment
(f)	Goldman Sachs 85 Broad Street New York, New York 10004	United States	Owens 12.56% of TelCove	Investment

(ii) Susquehanna

The names, addresses, citizenship and principal business of any person or entity that directly or indirectly owns at least 10% of the equity of the transferor, Susquehanna, and the percentage of equity owned by each of these entities is detailed in the following chart.<sup>3</sup>

<sup>3</sup> The Louis J. Appell Residuary Trust for the benefit of members of the Appell family own 67.19% of the voting stock of the Susquehanna Pfaltzgraff Co. State Street Bank, Trustee of the Susquehanna Pfaltzgraff Co. Employee Stock Ownership Plan owns 26.94% of the Company. According to Comcast's proxy statement, Brian Roberts holds 100% of the Class B common stock which is 33 and 1/3 % of the total voting stock of Comcast Corp.

	<b>Name &amp; Address</b>	<b>Citizenship</b>	<b>Percentage Owned</b>	<b>Principal Business</b>
(a)	Susquehanna Cable Co. 140 East Market Street York, PA 17401	Pennsylvania	82.25% of SusCom	Cable Television
(b)	Comcast Corp. 1500 Market Street 34 <sup>th</sup> Floor Philadelphia, PA 19102	Delaware	17.75% of SusCom	Cable Television
(c)	Susquehanna Media Co. 140 East Market Street York, PA 17401	Delaware	85% of Susquehanna Cable Co. and 100% of Susquehanna Fiber	Media
(d)	Comcast Corp. 1500 Market Street 34 <sup>th</sup> Floor Philadelphia, PA 19102	Delaware	15% of Susquehanna Cable Co.	Cable Television
(e)	Susquehanna Pfaltzgraff Co. 140 East Market Street York, PA 17401	Delaware	100% of Voting Common Stock of Susquehanna Media Co.	Media/Consumer Products
(f)	Susquehanna Fiber Systems 140 East Market Street York, PA 17401	Delaware	50% of the Partnership	Telecommunications

b. Carrier Affiliates of the Joint Applicants

(i) TelCove-PA and TelCove Holdings

Attached as Exhibit A is an organizational chart which illustrates the TelCove family of companies, and their ownership interests, pre- and post-dissolution. Starting with the ultimate parent, the following direct subsidiaries that are carrier affiliates of Telcove<sup>4</sup> are:

- TelCove of Florida, Inc.
- TelCove of Kentucky, Inc.
- TelCove Atlantic, Inc.

<sup>4</sup> TelCove Capital Inc. is also a direct subsidiary of TelCove, Inc., but is not a carrier.

- TelCove of Vermont, Inc.
- TelCove of Tennessee, Inc.
- TelCove Operations, Inc.

One of the above-listed direct subsidiaries of Telcove, TelCove Operations, has the following direct subsidiaries:

- TelCove, LLC
- TelCove International, LLC
- TelCove of Pennsylvania, Inc.
- TelCove of South Carolina, Inc.
- TelCove of Virginia, LLC
- TelCove of Louisiana, Inc.
- TelCove Investment, LLC

One of Telcove Operation's direct subsidiaries, TelCove PA has the following subsidiaries/interests:

- 50% partnership in Susquehanna Adelpia Business Solutions (to be dissolved)(the subject of this application)
- 100% partnership in PECO TelCove, n/k/a TelCove of Eastern Pennsylvania
- 100% ownership of TelCove Holdings

Additionally, TelCove of Tennessee, Inc. (95%) and TelCove, LLC (5%) are partners in:

- TelCove of Nashville, LP

TelCove Operations, Inc. (1%) and TelCove, LLC (99%) are partners in:

- TelCove Long Haul, LP

TelCove Investment, LLC (80%) and TelCove of Florida, Inc. (20%) are partners in:

- TelCove of Jacksonville, Inc.

(ii) SusCom

Susquehanna Cable Co., the parent of SusCom, owns 82.25% of Carmel Telephone Services, Inc., which offers residential telephone services to residents in and around Carmel, New York.

c. Services Provided and Geographic Areas Served by Carrier Affiliates

(i) TelCove-PA and TelCove Holdings

TelCove operates in approximately 50 medium-to-large sized markets throughout the Eastern United States, along the Gulf Coast and in several Midwestern States. Specifically, the TelCove family of companies listed in No. 4(b)(i) above, operates in the following states:

Pennsylvania  
Virginia  
Maryland  
Michigan  
Ohio  
New Jersey  
New York  
Vermont  
North Carolina  
Florida  
Tennessee  
Kentucky  
Mississippi  
Alabama  
Louisiana  
Georgia  
South Carolina  
Texas  
Missouri  
Arkansas  
Oklahoma  
Kansas

The TelCove family of companies offers competitive telecommunications services, including local and long-distance voice, dedicated data, ATM, frame relay, and Internet services, and is focused on serving communications-intensive end users.

TelCove International, LLC provides international long distance service.

(ii) SusCom

Carmel Telephone Services, Inc., a sister company of SusCom, offers competitive residential telecommunications services, including local, long-distance and international voice services. Numerous advance calling features and voice mail are also available as part of the voice service offering.

(5) **Certification:**

By their signatures to the certifications attached hereto as Exhibit B, TelCove-PA, TelCove Holdings, the Partnership, SusCom and Susquehanna certify that, pursuant to Sections 1.2001-1.2003 of the Commission's rules, 47 C.F.R. §§ 1.2001 - 1.2003, neither they nor any of their members, officers or directors, nor any person holding five (5%) percent or more ownership interest in them, is subject to a denial of federal benefits that include FCC benefits pursuant to Section 5301 of the Federal Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

(6) **Description of the Transaction:**

The Partnership was formed in August 1996 with TelCove-PA (f/k/a Adelphia Business Solutions of Pennsylvania, Inc., d/b/a TelCove-PA) and Susquehanna, a wholly owned subsidiary of Susquehanna Media Co., each owning a fifty (50%) percent interest in the Partnership. By agreement dated December 19, 2003 (the "2003 Dissolution Agreement"), the partners decided to dissolve the Partnership effective upon closing. Following receipt of the necessary regulatory approvals, the 2003 Dissolution Agreement provided that the Partnership would cease providing local telephone service, local toll telephone service and long distance service to businesses in York, Pennsylvania. In order to ensure that the customers of the Partnership would continue to receive service without interruption, the Partnership originally entered into an Agreement with TelCove-

PA and Susquehanna to distribute its assets and customers between TelCove-PA and SusCom. In Docket No. 04-383, the Commission granted its approval for this transaction effective on October 29, 2004.

On or about December 6, 2004, prior to consummation of the transaction approved in Docket No. 04-383, TelCove and Suscom agreed to amend the original 2003 Dissolution Agreement, and agreed that the Partnership would not dissolve, but that Susquehanna Fiber will sell its 50% in the Partnership to TelCove Holdings. As a result, TelCove-PA and TelCove Holdings will each own a fifty (50%) percent interest in the Partnership, which will be renamed TelCove of York.

**(7) Geographic Locations and Services Provided:**

The Partnership currently provides local telephone service, local toll telephone service and long distance service to approximately 220 business customers in York, Pennsylvania.

**(8) Streamlined Procedures:**

Streamlined procedures are presumed to apply to this Joint Application under section 63.03(b)(2)(i) of the Commission's rules, 47 C.F.R. § 63.03(b)(2)(i). The proposed transaction would result in: (1) TelCove Holdings having a market share in the interstate, interexchange market of less than 10%; and (2) TelCove Holdings providing competitive telephone exchange services or exchange access service (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction. Neither applicant is dominant with respect to any service.

(9) **Other Applications:**

There are no other joint applications to the Commission related to this transaction.

(10) **Special Consideration:**

No special consideration is requested due to imminent business failure.

(11) **Waivers**

There are no separately filed waiver requests in conjunction with this transaction.

(12) **Public Interest:**

TelCove Holdings stands ready to provide customers of the Partnership with a wide variety of affordable products and services of comparable or superior quality to the services currently provided by the Partnership. As TelCove Holdings will continue to offer the same or superior services to customers currently served by the Partnership, the Partnership's customers will not be adversely affected by transfer of Susquehanna's interest in the Partnership to TelCove Holdings. In fact, the Partnership's customers will affirmatively benefit from the wide variety of competitively priced products and services offered by TelCove Holdings, which include wireless, high speed internet access, voice messaging and wireless e-mail.

TelCove Holdings will continue to provide the Partnership's customers with local telephone service, local toll telephone service and long distance service, unless that customer chooses another provider. With respect to long distance service, if a

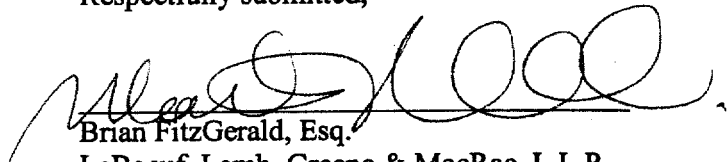
customer currently uses the Partnership, it will be able to continue to select the Partnership under its new ownership, or another carrier.

Customers will experience no service outage and will incur no costs due to the transaction.

### III. CONCLUSION

WHEREFORE, Applicants respectfully request that the Commission approve this Application for the reasons set forth herein.

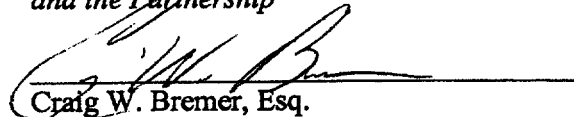
Respectfully submitted,



Brian FitzGerald, Esq.  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
One commerce Plaza, Suite 2020  
99 Washington Avenue  
Albany, NY 12210-2820

Meabh Purcell, Esq.  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
260 Franklin Street, Suite 2300  
Boston, MA 02110-3173

*Counsel for TelCove-PA, TelCove Holdings,  
and the Partnership*



Craig W. Bremer, Esq.  
Susquehanna Pfaltzgraft Co.  
140 East Market Street  
York, PA 17401

*Counsel for Counsel for Susquehanna and  
SusCom*

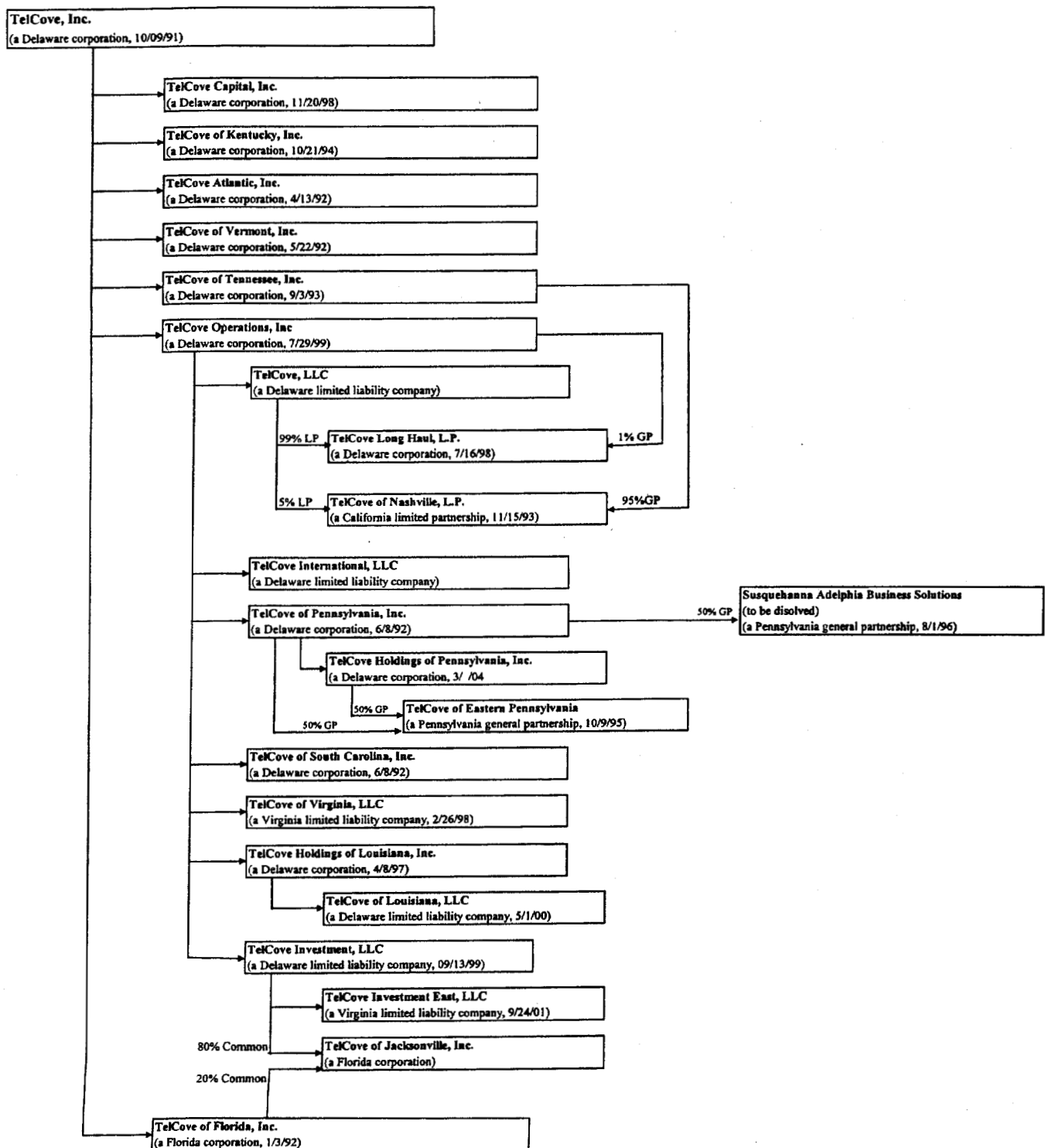
Date: January 25, 2005  
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7

**EXHIBIT A**

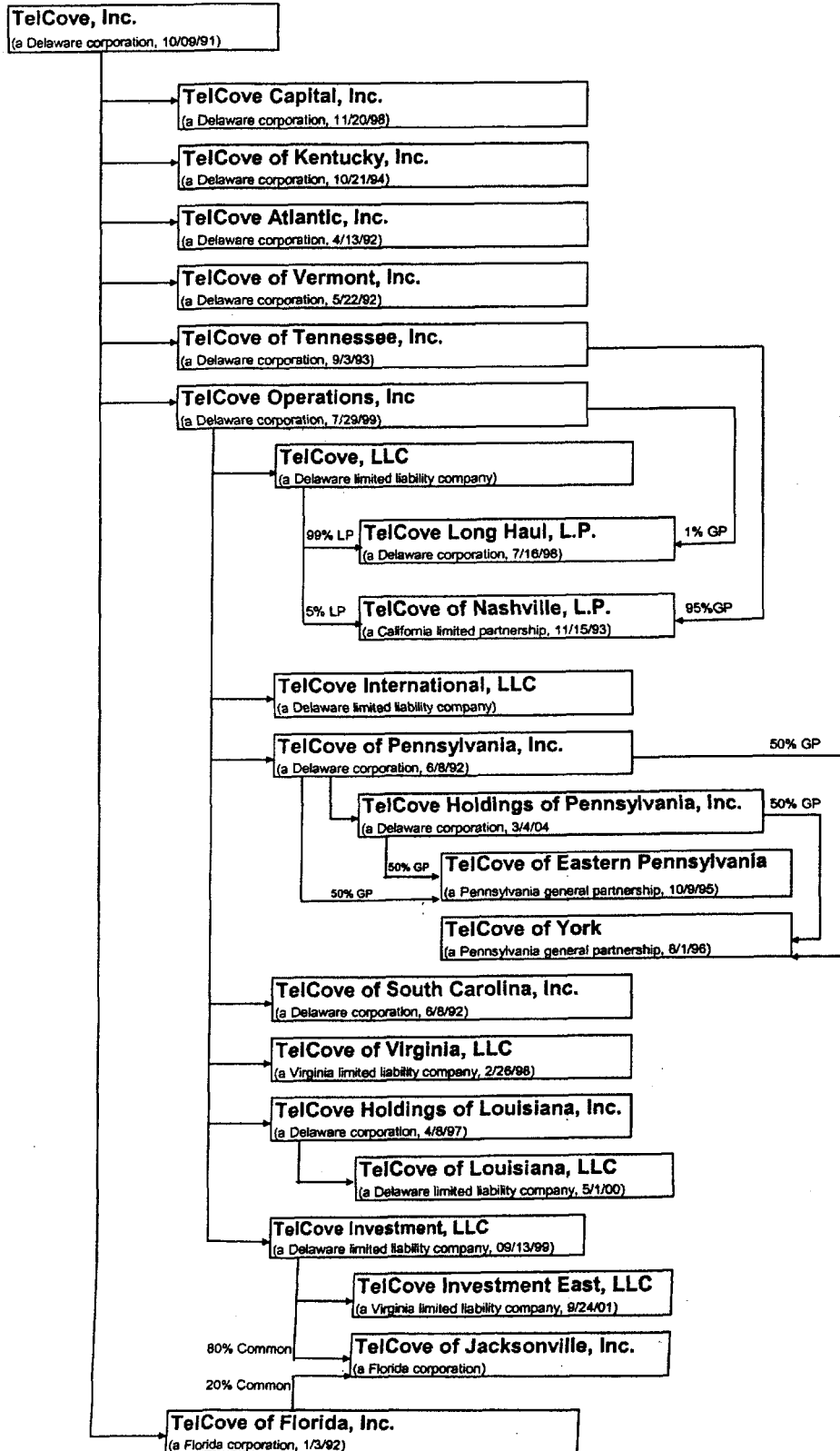
**TELCOVE ORGANIZATIONAL CHARTS**

# TelCove Corporate Organization Chart as of November 2004



Unless otherwise indicated, all subsidiary corporations and limited liability companies are owned 100%

**TelCove Corporate Organization Chart**  
**AFTER Purchase by TelCove Holding of Pennsylvania of**  
**Susquehanna's 50% Interest in Susquahanna Adelphia Business Solutions**



Unless otherwise indicated, all subsidiary corporations and limited liability companies are owned 100%

**EXHIBIT B**  
**CERTIFICATIONS**

### Certification

TelCove-PA certifies that, pursuant to Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001 - 1.2003, neither it nor any of its members, officers or directors, nor any person holding five (5%) percent or more ownership interest in it, is subject to a denial of federal benefits that include FCC benefits pursuant to Section 5301 of the Federal Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862. I also certify that the statements in the foregoing application as they pertain to Telcove-PA, respectively, are true, complete, and correct to the best of my knowledge and are made in good faith.

TelCove of Pennsylvania, Inc. ("TelCove-PA")

By:  \_\_\_\_\_

Name (Printed): Robert E. Gorkh

Position: President & CEO

Dated: January 20, 2005

### Certification

SusCom certifies that, pursuant to Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001 - 1.2003, neither it nor any of its members, officers or directors, nor any person holding five (5%) percent or more ownership interest in it, is subject to a denial of federal benefits that include FCC benefits pursuant to Section 5301 of the Federal Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862. I also certify that the statements in the foregoing application as they pertain to SusCom, respectively, are true, complete, and correct to the best of my knowledge and are made in good faith.

SusCom Business Solutions of PA Inc., d/b/a SusCom  
Business Solutions ("SusCom")

By: 

Name (Printed): Craig W. Bremer

Position: Secretary

Dated: January , 2005